

**EXHIBIT A**

**Confirmation Hearing Notice**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
)  
RTI HOLDING COMPANY, LLC,<sup>1</sup> ) Case No.: 20-12456 (JTD)  
)  
Debtor. ) (Jointly Administered)

**NOTICE OF (A) HEARING TO CONSIDER CONFIRMATION OF  
DEBTORS' CHAPTER 11 PLAN; (B) DEADLINE FOR VOTING TO  
ACCEPT OR REJECT PLAN; AND (C) RELATED MATTERS**

**TO: HOLDERS OF CLAIMS IN CLASS 3 (PREPETITION SECURED DEBT CLAIMS) AND  
CLASS 4 (GENERAL UNSECURED CLAIMS):**

On November 6, 2020, RTI Holding Company, LLC and its affiliated debtors and debtors in possession (the "Debtors") filed the *Debtors' Chapter 11 Plan* [Docket No. 353] (including all exhibits thereto and as amended, modified or supplemented from time to time, the "Plan").

Concurrently with the filing of the Plan, the Debtors filed the related Disclosure Statement in support of the Plan [Docket No. 354] (including all exhibits thereto and as may be amended, modified or supplemented from time to time, collectively, the "Disclosure Statement"). On [\_\_\_\_\_, 2020], this Court entered an order approving the Disclosure Statement [Docket No. \_\_] (the "Disclosure Statement Order") and certain related materials (collectively, the "Solicitation Materials").

---

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor's U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors' mailing address is 333 East Broadway Ave., Maryville, TN 37804.

A hearing to consider confirmation of the Plan (the “Confirmation Hearing”) will be held on February 4, 2021, commencing at 1:00 p.m. (Eastern Time), before the Honorable John T. Dorsey, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5<sup>th</sup> Floor, Courtroom No. 5, Wilmington, Delaware 19801.

The record date for determining which holders of claims or interests in the Debtors may vote on the Plan is \_\_\_\_\_, 2020 at 5:00 p.m. (Eastern Time)(the “Record Date”). If you have received with this Notice a ballot form (a “Ballot”), you are eligible to vote to accept or reject the Plan.

For your Ballot to be counted, you must complete all required information on the Ballot, execute the Ballot and **return the completed Ballot to the address indicated on the Ballot so that it is received by 5:00 p.m. (Eastern Time) on January 22, 2021**(the “Voting Deadline”). Any failure to follow the voting instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify your Ballot and your vote.

If an objection is pending with respect to your Claim as of January 5, 2021, your vote will not be counted unless the Court temporarily allows your claim for purposes of voting to accept or reject the Plan, and you are required to file a motion for such relief (the “Rule 3018 Motion”) no later than January 14, 2021, which may be heard on or prior to the Confirmation Hearing. Notwithstanding the foregoing, if the Debtors file an objection to a claim and request that such claim be allowed in a specific amount, your Ballot shall be counted in such specified amount.

The Bankruptcy Court has established **January 29, 2021, at 5:00 p.m.** (Prevailing Eastern Time), as the last date and time for filing and serving objections to the confirmation of the Plan (the “Plan Objection Deadline”). All objections must state with particularity the legal and factual grounds for such objection; (i) be in writing; (ii) state the name and address of the objecting party and the nature of the claim or interest of such party; (iii) state with particularity the basis and nature of any objection; (iv) be filed with the Court and served so as to be received by the Plan Objection Deadline; and (v) served on the following parties: (a) the Debtors: c/o Ruby Tuesday, Inc., 333 E. Broadway Ave., Maryville, TN 37804 (Attn: Shawn Lederman); (b) counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801), Attn: Malhar S. Pagay and James E. O’Neill; (c) counsel to the Official Committee of Unsecured Creditors, (i) Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036, Attn: Robert T. Schmidt, Adam C. Rogoff and Jennifer Sharret, and (ii) Cole Schotz, P.C., 500 Delaware Avenue, Suite 1420, Wilmington, DE 19801, Attn: G. David Dean, Justin R. Alberto and Andrew J. Roth-Moore (d) counsel to Goldman Sachs Specialty Lending Group, L.P., as administrative agent and collateral agent and Goldman Sachs Bank USA, (i) Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, Attn: Sean O’Neal and Jane VanLare; and (ii) Hunton Andrews Kurth LLP, Bank of America Plaza, Suite 4100, 600 Peachtree Street, N.E., Atlanta, GA 30308- 2216, Attn: Greta T. Griffith; (e) counsel to TCW Direct Lending LLC, TCW Skyline Lending, L.P., and TCW Brazos Fund, LLC, Paul Hastings LLP, 515 South Flower Street, Twenty-Fifth Floor, Los Angeles, CA 90071, Attn: Justin Rawlins, (f) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 N. King Street, Suite 2207, Lock Box 35, Wilmington, DE 19801, Attn: Linda Richenderfer, and (g) any party requesting special notice pursuant to Bankruptcy Rule 2002.

**Objections not timely filed and served by the Plan Objection Deadline in accordance with the provisions of this Notice will not be heard and will be overruled.**

**The Plan contains the proposed injunction and release provisions set forth on Annex A hereto.**

Any party in interest wishing to obtain copies of the Disclosure Statement or the Plan at the Debtors' expense may do so by (i) contacting the Debtors' Solicitation Agent at [\_\_\_\_\_] (toll free) or [\_\_\_\_\_] (if international) or by email at [\_\_\_\_\_] or by viewing such documents by accessing online at <https://dm.epiq11.com/case/rubytuesday/info>. The documents are also available on the Court's website: [www.deb.uscourts.gov](http://www.deb.uscourts.gov). Please note that a PACER password and login are needed to access documents on the Court's website.

The Confirmation Hearing may be continued from time to time without further notice except for (i) an announcement made at the Confirmation Hearing or any adjourned confirmation hearing or (ii) a written notice filed with the Bankruptcy Court and served on all parties who have filed objections to confirmation of the Plan, the United States Trustee, and all parties who have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

Dated: \_\_\_\_\_, 2020  
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

---

Richard M. Pachulski (CA Bar No. 90073)  
Malhar S. Pagay (CA Bar No. 189289)  
James E. O'Neill (Bar No. 4042)  
Victoria A. Newmark (CA Bar No. 183581)  
919 North Market Street, 17<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier 19801)  
Telephone: 302-652-4100  
Facsimile: 302-652-4400  
email: [rpachulski@pszjlaw.com](mailto:rpachulski@pszjlaw.com)  
[mpagay@pszjlaw.com](mailto:mpagay@pszjlaw.com)  
[joneill@pszjlaw.com](mailto:joneill@pszjlaw.com)  
[vnewmark@pszjlaw.com](mailto:vnewmark@pszjlaw.com)  
Counsel to the Debtors and Debtors in Possession

**Annex A**

[TBD]